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a memory in operative connection with the processor for storing processing instructions enabling the processor to:

receive one or more electronic distribution contracts, between a distributor and a retailer, governing the distribution of the media content;

receive a candidate offer from the retailer;

check the candidate offer against the one or more electronic distribution contracts, wherein the checking step comprises the step of referencing terms of the one or more electronic distribution contracts in a predetermined order; and

send an indication of validation to the retailer when the candidate offer is determined to be consistent with the one or more electronic contracts.

24. (Currently amended) An apparatus for settling a transaction in the course of the distribution of an electronic media content from a retailer to a consumer over a network, comprising:

a processor; and

a memory in operative connection with the processor for storing processing instructions enabling the processor to:

receive one or more electronic financial contracts, between a distributor and the retailer, each representing one or more terms for settling a transaction;

distribute the electronic media content to the consumer;

receive payment information from the consumer indicating at least the receipt of compensation paid for the electronic media content; and

reference the one or more electronic financial contracts to determine the portion of compensation to be allocated to the distributor.

25. (Currently amended) A computer readable medium encoded with processing instructions for implementing a method for distributing electronic media content over a network, the method comprising:

providing an electronic contract for distributing the electronic media content between a retailer and a distributor, wherein the retailer distributes the electronic media content to a consumer and the distributor has rights in the electronic media content;

presenting a candidate retail offer for the distribution of the electronic media content to the consumer;

receiving a request from the consumer to exercise the candidate retail offer;

validating the candidate retail offer for the distribution of the electronic media content by accessing the electronic contract upon receipt of the candidate retail offer if the candidate retail offer is consistent with the electronic contract;

upon successful validation, providing the electronic media content to the consumer;

receiving payment information from the consumer indicating at least the amount of compensation for the electronic media content provided; and

allocating the compensation according to the electronic contract.

26. (Currently Amended) A computer readable medium encoded with processing instructions for implementing a method for validating an offer for the distribution of electronic media content by a distributor and retailer over a network, the method comprising:

receiving one or more electronic distribution contracts, between the distributor and the retailer, governing the distribution of the media content;

receiving a candidate offer from the retailer;

checking the candidate offer against the one or more electronic distribution contracts, wherein the checking step comprises the step of referencing terms of the one or more electronic distribution contracts in a predetermined order; and

sending an indication of validation to the retailer when the candidate offer is determined to be consistent with the one or more electronic contracts.

27. (Currently Amended) A computer readable medium encoded with processing instructions for implementing a method for settling a transaction in the course of the distribution of an electronic media content from a retailer to a consumer over a network, the method comprising:

receiving one or more electronic financial contracts, between a distributor and the retailer, each representing one or more terms for settling a transaction;

distributing the electronic media content from ~~the~~ a central location to the consumer;

receiving payment information from the consumer indicating at least the compensation paid for the electronic media content; and

referencing the one or more electronic financial contracts to determine the portion of compensation to be allocated to the distributor.

37. (Previously presented) The apparatus as in claim 23, wherein the predetermined order indicates a hierarchical relationship between the one or more electronic contracts.

38. (Previously presented) The method as in claim 25, further comprising:
providing the electronic contract at a central location;
receiving the request from the consumer at the central location; and
receiving the payment information at the central location.

39. (Previously presented) The method as in claim 26, wherein the predetermined order indicates a hierarchical relationship between the one or more electronic contracts.

40. (Currently Amended) A method for distributing physical media content, comprising the steps of:

providing an electronic contract for distributing the media content between a retailer and a distributor, wherein the retailer distributes the physical media content to a consumer and the distributor has rights in the media content;

presenting a candidate retail offer for the distribution of the physical media content to the consumer;

receiving a request from the consumer to exercise the candidate retail offer;

validating the candidate retail offer for the distribution of the physical media content, upon receipt of the request, if the candidate retail offer is consistent with the electronic contract;

upon successful validation, distributing the physical media content to the consumer;

48. (Previously presented) The method of claim 47, further comprising the steps of:
upon successful transaction, compensating the second value chain participant according to the electronic contract.

49. (Withdrawn) A method for distributing content over a network, comprising the steps of:

providing a first electronic contract for distributing the content between a first value chain participant and a second value chain participant;

transmitting a handle identifying the content from the second value chain participant to a third value chain participant;

accessing, by the third value chain participant, the handle to request the content from the first value chain participant;

comparing the request to the first electronic contract;

validating the request if the request is consistent with the first electronic contract; and

upon successful validation, delivering the content to the third value chain participant.

50. (Withdrawn) The method of claim 49, further comprising the steps of:
upon successful transaction, compensating the first value chain participant according to the electronic contract.

51. (Withdrawn) The method of claim 50, further comprising the steps of:

upon successful transaction, compensating the second value chain participant according to the electronic contract.

52. (Withdrawn) The method of claim 49, wherein the first electronic contract includes contractual terms of agreement including at least one of how many times the content was distributed between value chain participants, a date since an original release of the content and a date since a certain transaction; further comprising the steps of:

transmitting a handle identifying the content from the third value chain participant to a fourth value chain participant, wherein the handle identifies at least one of how many times it was distributed between value chain participants, a date since the original release of the content, a date since the transaction by the third value chain participant;

accessing the handle, by the fourth value chain participant, to make a second request the content from the first value chain participant;

comparing the second request to the first electronic contract;

validating the second request if the second request is consistent with the first electronic contract; and

upon successful validation, delivering the content to the fourth value chain participant.

53. (Withdrawn) The method of claim 49, further comprising the steps of:

upon successful transaction, compensating the first value chain participant according to the electronic contract and based on at least one of the times the content was distributed between value

chain participants, the date since the original release of the content, and since the transaction by the third value chain participant.

54. (Withdrawn) A method for distributing content over a network, comprising the steps of:

providing a first electronic contract for distributing the content in a first territory between a first value chain participant and a second value chain participant wherein both the first and the second value chain participants are located in the first territory;

transmitting a handle identifying the content from the second value chain participant to a third value chain participant wherein the third value chain participant is located in a second territory;

accessing the handle to request the content from the first value chain participant;

comparing the request to the first electronic contract;

determining that the first value chain participant cannot distribute the content in the second territory;

accessing a second electronic contract for distributing the content in the second territory by a fourth value chain participant;

validating the request if the request is consistent with the second electronic contract; and

upon successful validation, delivering the content to the third value chain participant from the fourth value chain participant.

55. (New) A method for distributing electronic media content over a network, comprising the steps of:

identifying an electronic contract for distributing the electronic media content between a retailer and a distributor, wherein the retailer distributes the electronic media content to a consumer and the distributor has rights in the electronic media content;

receiving, from a consumer, a request to accept a candidate retail offer for access to the electronic media content;

accessing the electronic contract upon receipt of the request;

comparing the candidate retail offer to the electronic contract;

validating the candidate retail offer if the candidate retail offer is consistent with the electronic contract;

upon successful validation, allowing the consumer to access the electronic media content;

receiving, from the consumer, at least compensation for the access to the electronic media content; and

determining the allocation of the compensation according to the electronic contract.

56. (New) The method of claim 55, wherein the identifying, accessing, comparing and validating steps are performed by a reference server.

57. (New) The method of claim 1, further comprising the step of packing general contract terms with the electronic media content.